



MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

18
NOV

ONLY MIGHTY MARVEL
WOULD DARE TO ATTEMPT
SUCH A TALE!

THE END OF SPIDER-MAN!

THE STORY YOU NEVER
EXPECTED TO READ!!

WHY DOES SPIDEY CRINGE IN
HELPLESS FEAR AS THE EVIL
SANDMAN
STALKS THE CITY'S STREETS?

BE PREPARED FOR COUNTLESS
SURPRISES IN THIS GREAT,
DRAMATIC, OFF-BEAT ISSUE!





"YOUR PHYSICAL DIRECTOR BEN REUBENS at 50 years of age. He is a brilliant University Authority on creating a healthy mind in a healthy body."

Brother, can YOU spare ADIME 10¢?

FOR A NEW MILLION DOLLAR HE-MAN BODY STRENGTH-POWERED with 520 MIGHTY MUSCLES! To Become A STAR in ANY SPORT! A SUCCESS in EVERYTHING!

Rush to me your LAST CHANCE coupon below, - I'LL RUSH to you FREE My Professional Secrets

HOW TO GAIN UP TO 50 LBS. OF MIGHTY MUSCLES!

HOW TO LOSE up to 50 lbs. of UGLY DANGEROUS FAT

ALL FIVE \$5 WORLD-FAMOUS FREE PICTURE-PACKED ABC COURSES

1. How to Develop 16 to 18 1/2 INCH BIG ARMS Powerful to land a knock-out blow fast.
2. How to Build a 45 to 52 INCH HEROIC CHEST Housing TIRELESS LUNGS for ENDURANCE in Work, Sports, for ATTRACTING GIRLS!
3. How to Mold a BROAD MUSCLE-PACKED BACK and WONDER-WIDE SUPER-MAN SHOULDERS tapering to a SLIM PUNCH-PROOF WAIST.
4. How to Develop LEGS with MARATHON ENDURANCE.
5. How to Mold BIG MUSCULAR FOREARMS, A STEEL GRIP.

How to Become a FEARLESS SELF-DEFENSE FIGHTER. OVERPOWERING ANY BULLY TWICE YOUR SIZE!

This is once ABC pupil BILL BUTLER High School Teacher

This will be the NEW YOU

AFTER YOU ARE REBUILT by the AMERICAN BODYBUILDING CLUB NATURAL POWER PROGRESSIVE METHODS from your HEAD to your HEELS every inch a REAL HE-MAN

YOURS FREE in this AMAZING NEW BOOK in colors. Jam-full with 120 PHOTOS of STRONG MEN and CHAMPIONS once WEAKER than you, as you will see in their pitiful BEFORE Photos and Stories. There are scores of How-to-do-it Pictures showing you how YOU can quickly and easily become AN OLYMPIC CHAMPION in STRENGTH, SPEED and ENDURANCE... and MR. AMERICA in Build and Physique.

In Joyous Celebration of the 35th ANNIVERSARY of WORLD-WIDE BODYBUILDING SUCCESS CHANGING MEDIOCRE HALF-MEN INTO MAGNIFICENT HE-MEN - IF YOU ACT FAST, YOU get my GOLD MINE of GIFTS FREE

"SKINNY or FAT, 15, 20, 30, 40, 50 or more years of age I'LL BUILD YOU into a NEW ATHLETIC MIGHTY-MUSCLED STREAMLINED HE MAN"

Ben Reubens

See the STARTLING BEFORE and AFTER PHOTOS AMERICAN BODY BUILDING CLUB, ABC, GREAT BRIDGE, N.Y.

YES! In just THRILLING MINUTES a day, in the SECRECY of your OWN ROOM this book's RAPID-FIRE, EASY as ABC FAMOUS PICTURE METHODS will show you How to Mold 16 INCH ARMS of MIGHT, a big, deep 45 INCH CHEST housing TIRELESS LUNGS, WIDE MANLY SHOULDERS - a BROAD BRAWNY BACK, tapering to a SLENDER WAIST with punch-proof STOMACH MUSCLES, LEGS of RUNNING POWER. You, too, like many ABC Pupils can WIN FAME and FORTUNE on TV or in the Movies, as a Physical Director or Professional Athlete.

THIS BOOK will show you HOW to WIN a 15" tall Trophy with YOUR NAME, etc. engraved on it, a Gold Medal and from \$100 to \$1,000

YOU CAN WIN \$100 and a BIG TROPHY with YOUR NAME and SUCCESS engraved on it as Bill Butler did and many other pupils!

MAIL COUPON before it is too late!

AMERICAN BODY BUILDING CLUB, Dept. MA-10 GREAT NECK, NEW YORK

Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES including PHOTO BOOK of FAMOUS STRONG MEN, once weaklings, now famous Strong Men, and How to Become one of Them.

☐ I enclose 10c for mailing and handling.

☐ I am under no other obligation.

I'm checking everything I need to give me the kind of body I want.

☐ I want to gain _____ lbs. (fill in) ☐ Triple my strength.

☐ I want to streamline my body, get rid of flabby fat.

☐ I want to add inches of muscle to my ☐ ARMS ☐ CHEST ☐ SHOULDERS ☐ POWERFUL LEGS ☐ SLIM WAIST

☐ I want to become a winning athlete. ☐ I want new pep.

NAME _____ AGE _____

DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.

ADDRESS _____ CITY _____ ZONE _____ STATE _____

Let me know how to get FREE \$100 worth of Sports Self-defense, Strong-man Stunts, Courses, Apparatus

PLEASE PRINT OR WRITE CLEARLY



"The END of SPIDER-MAN!"

angle SPEC EXTRA

SPIDER-MAN A COWARD! FLEES IN TERROR!

By J. Jonah Jameson, Publisher

FORGET EVERYTHING YOU'VE EVER READ ABOUT SPIDEY BEFORE!! FORGET EVERY SUPER-HERO THRILLER YOU'VE EVER SEEN!! THROW AWAY ALL YOUR PRE-CONCEIVED IDEAS OF WHAT A FULL LENGTH MAGAZINE DRAMA SHOULD BE LIKE! THIS ONE IS DIFFERENT! THIS ONE IS A SENSATION! THIS ONE IS JUST FOR YOU!



NO ONE WILL EVER LAUGH AT J. JONAH JAMESON AGAIN! I TOLD THEM SPIDER-MAN WAS A HEEL... A COWARDLY QUITTER... AND NOW, SINCE HE RAN AWAY FROM THE GREEN GOBLIN*, THE WORLD KNOWS I'M RIGHT!

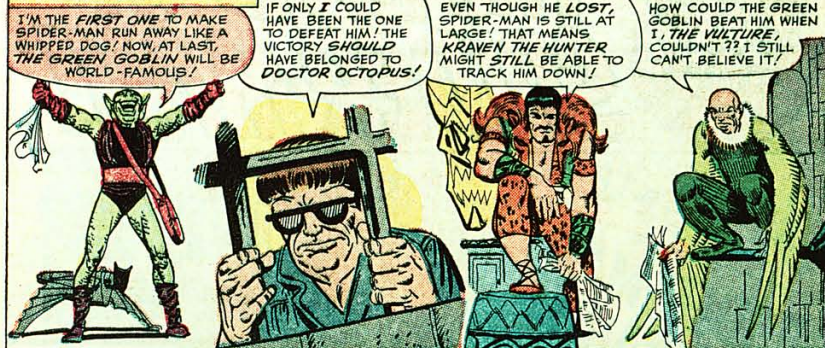
* SEE SPIDER-MAN #17 "THE RETURN OF THE GREEN GOBLIN!"...EDITOR.

WRITTEN BY: STAN LEE AUTHOR OF "THE FANTASTIC FOUR"

ILLUSTRATED BY: STEVE DITKO ILLUSTRATOR OF "DR. STRANGE"

LETTERED BY: SAM ROSEN LETTERER OF... "PATSY WALKER"??!

A SHORT TIME AGO, SPIDER-MAN SEEMED TO SUFFER HIS GREATEST DEFEAT AT THE HANDS OF THE MYSTERIOUS GREEN GOBLIN! AND NOW, LET US OBSERVE THE REACTIONS OF VARIOUS FAMILIAR CHARACTERS TO THAT UNEXPECTED OCCURRENCE...



WHAT'RE YOU LOOKIN' SO GLOOMY ABOUT, HOTHEAD? I THOUGHT THAT WEBHEAD WAS NUMBER ONE ON YOUR HATE PARADE!

SURE, BEN, WE WERE ALWAYS FEUDIN'... BUT I STILL HAD A LOT OF RESPECT FOR SPIDEY! IF I HADN'T SEEN HIM RUN AWAY WITH MY OWN EYES...

TOO BAD ABOUT SPIDER-MAN! IT SORT OF PUTS ALL COSTUMED CRIME-FIGHTERS IN A BAD LIGHT!

IT APPEARS HIS COURAGE DID NOT MATCH HIS POWER!

WASPS AND SPIDERS ARE NATURAL ENEMIES... SO I CAN'T HONESTLY SAY I'M SORRY FOR HIM!

WHEN LAST I MET SPIDER-MAN, MY INSTINCTS TOLD ME HE WAS A VALIANT FIGHTER! HOW COULD THE SUPER-SHARP SENSES OF DAREDEVIL HAVE BEEN SO WRONG?



EVEN WITH THE AVERAGE MAN IN THE STREET, SPIDER-MAN'S BATTLE AGAINST THE GREEN GOBLIN IS THE NUMBER ONE TOPIC...

I STILL DON'T SEE WHY HE RAN AWAY! IT LOOKED TO ME LIKE SPIDEY WAS WINNING!

J. JONAH JAMESON WAS RIGHT ALL THE TIME! SPIDER-MAN WAS JUST A COWARD...

APPARENTLY JAMESON WAS SMARTER THAN WE THOUGHT!



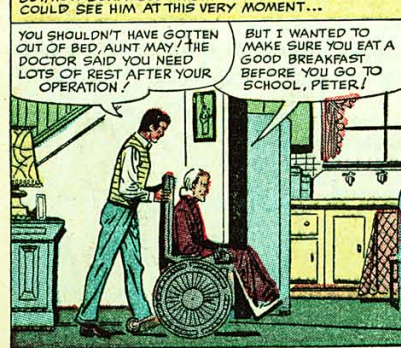
AND THE GLOATING PUBLISHER OF THE DAILY BUGLE MISSES NO TRICKS IN PUBLICIZING HIS TRIUMPH...

NOW THAT THE DECENT PEOPLE OF OUR CITY HAVE GOTTEN WISE TO SPIDER-MAN, HE HASN'T BEEN SEEN FOR WEEKS! AT LAST WE'RE RID OF THAT MASKED MENACE!

AND REMEMBER, THE DAILY BUGLE WAS THE FIRST TO EXPOSE HIM AS A DANGEROUS FRAUD!



YES, ALMOST THE ENTIRE CIVILIZED WORLD WONDERS WHAT HAS HAPPENED TO THE AMAZING SPIDER-MAN! BUT HOW SURPRISED THEY ALL WOULD BE IF THEY COULD SEE HIM AT THIS VERY MOMENT...

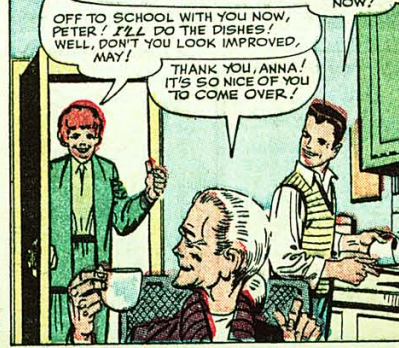


YOU SHOULDN'T HAVE GOTTEN OUT OF BED, AUNT MAY! THE DOCTOR SAID YOU NEED LOTS OF REST AFTER YOUR OPERATION!

BUT I WANTED TO MAKE SURE YOU EAT A GOOD BREAKFAST BEFORE YOU GO TO SCHOOL, PETER!



GOSH, IF ONLY YOU'D STOP WORRYING ABOUT ME SO! ANYWAY, YOU KNOW MRS. WATKINS WILL BE HERE TO HELP YOU OUT AND... OH! HERE SHE IS NOW!



NOW REMEMBER... TAKE YOUR MEDICINE EVERY FOUR HOURS... HAVE A NAP AT NOON, LIKE THE DOCTOR SAID... AND DON'T TIRE YOURSELF OUT!

I'LL BE ALL RIGHT, DEAR! TAKE CARE OF YOURSELF... REMEMBER, YOU'RE STILL A GROWING BOY!



LATER, AT SCHOOL... I CAN'T TELL AUNT MAY, BUT WE'RE ALMOST OUT OF MONEY! AND SHE STILL NEEDS SO MUCH MEDICINE... I CAN'T FAIL HER AFTER EVERYTHING SHE'S DONE FOR ME! THE DOCTOR DOESN'T WANT HER TO KNOW HOW ILL SHE REALLY IS!



I'M HOME, AUNT MAY!! ARE YOU FEELING ALL RIGHT? OH! YOU'RE STILL HERE, MRS. WATKINS?!

YES, PETER! YOUR AUNT FELT A BIT DIZZY SO I THOUGHT I'D STAY A WHILE LONGER.

NOW DON'T WORRY, THE BOY, ANNA, I'M PERFECTLY FINE! BUT YOU LOOK A BIT PEAKED TO ME, DEAR! HAVE YOU BEEN STUDYING TOO HARD?



LATER, AFTER MRS. WATKINS HAS GONE HOME...

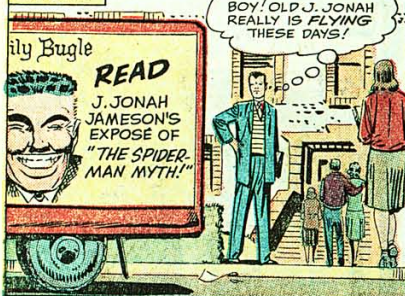
WE'RE ALMOST OUT OF MEDICINE AGAIN! I'VE JUST GOT TO GET SOME MONEY SOMEWHERE!

OKAY, AUNT MAY, TIME FOR YOUR MEDICINE AND THEN YOU'VE GOT TO GO TO BED!

VERY WELL, PETER! I AM FEELING RATHER TIRED, YOU MAY SHUT THE T.V. OFF NOW!



YES, THAT'S WHY SPIDER-MAN HASN'T BEEN HEARD FROM LATELY! IT'S IMPOSSIBLE TO LOOK AFTER A SICK AUNT WHO IS RECOVERING FROM A SERIOUS OPERATION, AND STILL SPEND TIME SWINGING THROUGH THE CITY IN SEARCH OF ADVENTURE. BUT, THERE ARE STILL SOME WHO HAVEN'T FORGOTTEN SPIDEY...



BOY! OLD J. JONAH REALLY IS FLYING THESE DAYS!

AND, PROBABLY THE LAST TRUE FAN THAT SPIDEY HAS LEFT IS FLASH THOMPSON, THE ARCH-RIVAL OF PETER PARKER...

I TELL YOU, IF SPIDEY RAN AWAY FROM THE GREEN GOBLIN, HE HAD A GOOD REASON!

SURE HE DID! HE'S A PROFESSIONAL COWARD!



SKIP IT, FLASH! THAT WEB-HEAD ISN'T WORTH FIGHTIN' ABOUT!

JUST WATCH WHAT YOU SAY ABOUT HIM FROM NOW ON!

OH, HELLO, PETER! HOW IS YOUR AUNT?

A LITTLE BETTER, I GUESS, LIZ! BOY, FLASH SURE IS LOYAL TO SPIDER-MAN, ISN'T HE?



YES, HE SEEMS TO LIKE HIM AS MUCH AS HE DISLIKES YOU!

BY THE WAY, THERE'S A NEW PETER SELLERS MOVIE AT THE DRIVE-IN TONIGHT THAT I'VE BEEN DYING TO SEE!

REALLY? I'D LIKE TO SEE IT, TOO! BUT I, EH, HAVE SOMETHING TO DO LATER ON...



LIZ REALLY ISN'T A BAD KID, ALTHOUGH I PREFER BETTY BRANT... BUT I CAN'T THINK ABOUT GIRLS NOW! I'VE GOT AN IDEA HOW TO EARN SOME MONEY FAST!



AND SO, AFTER SCHOOL, A DRAMATIC, COSTUMED FIGURE SWINGS DARINGLY TOWARDS A MIDTOWN OFFICE BUILDING...

THIS IS THE PLACE!



ARE YOU THE ONES WHO MAKE THOSE KIDS' TRADING CARDS WITH PICTURES OF SPORTS STARS AND ACTORS ON THEM??

YEAH, WHO WANTS TO KNOW? OH... SPIDER-MAN!



THIS IS YOUR BIG CHANCE, FELLA! HOW MUCH IS IT WORTH TO YOU TO MAKE TRADING CARDS WITH MY PICTURE ON THEM? I'LL GIVE YOU AN EXCLUSIVE CONTRACT!

SORRY, WE'RE NOT INTERESTED! DON'T SLAM THE WINDOW ON YOUR WAY OUT!



ARE YOU KIDDIN'?! YOU'RE TALKING TO SPIDER-MAN! I'M THE REAL THING! JUST THINK OF THE PHOTOS YOU COULD GET OF ME!

LEAVE YOUR NAME AND ADDRESS WITH THE GIRL OUT FRONT! DON'T CALL US... WE'LL CALL YOU!



BUT JUST IMAGINE HOW THE KIDS WOULD EAT UP A PICTURE OF ME DOING THIS!

OR HOW ABOUT SOMETHING LIKE THIS??



LOOK, YOUNG FELLA... FACE IT! YOU'RE WASHED UP... A HAS-BEEN! I COULDN'T GIVE ANY PICTURES OF YOU AWAY! NOW, BLOW, HUH? I'M BUSY!



BITTERLY DISAPPOINTED, THE MASKED TEEN-AGER LEAVES THE OFFICE IN HIS OWN INIMITABLE MANNER, AND SEES... A SHORT DISTANCE AWAY...





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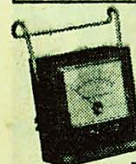
AMAZING NEW HOME TRAINING PLAN IN AUTO REPAIRING

So practical that many students earn money repairing cars in their spare time... while training for a top pay job or their own business

No longer need you stand by as experienced mechanics take their choice of thousands of job openings in the auto repairing field. Now you can get ready for a better-pay job—or your own business—by training at home in spare time.

CTI's fine home study course is expertly written, clearly illustrated, easily understandable. It offers up-to-date knowledge. It includes mechanic's tools and accurate test instruments. It provides Job Experience Projects which help you put knowledge and tools to use. It's so practical that many students earn money in spare time while training. Get the full story: Mail coupon below for the CTI catalog, sample lessons, and a booklet, "Proof From Graduates."

You learn by practicing — get experience — with tools and instruments that CTI sends



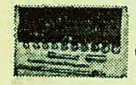
Portable Viso-Analyzer

Another CTI "first." Called "the most versatile of all trouble-shooting instruments" by a leading auto trade magazine. You will use it to detect failures in the electrical system. A great time and work saver. Available only with CTI training.



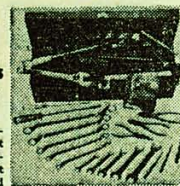
Engine Tune-Up Kit With Case

You get an engine Tune-Up Kit. It includes a Compression Tester; Vacuum Gauge & Fuel Pump Tester; Ignition Timing Light; portable steel case. These accurate, quality instruments help you locate engine troubles quickly. Simple to use and read. Indispensable for efficient and speedy mechanical work.



A Set of Tools (including socket set)

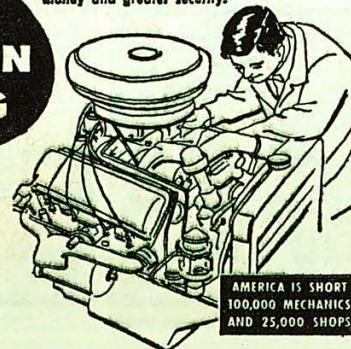
You also receive a set of Mechanic's Tools, including socket set and tray. CTI kits are professional in design — the kind that experienced mechanics own and use. No extra charge for kits!



**CLIP COUPON BEFORE YOU TURN
THIS PAGE — MAIL TO CTI TODAY**

COMMERCIAL TRADES INSTITUTE • CHICAGO 26, ILLINOIS
Accredited Member National Home Study Council

Important news for the inexperienced man who needs a short cut to a better job, more money and greater security.



AMERICA IS SHORT
100,000 MECHANICS
AND 25,000 SHOPS

30 Job Experience Projects!

As part of its practical training program, CTI sends you 30 Job Experience Projects. These exclusive projects make it easy for you to make the transition from lessons to repairs. You learn by practicing, gain skill in the use of tools and test instruments, acquire useful experience that builds your confidence. CTI shop projects do away with — or sharply reduce — lower pay apprenticeship... get you into the top pay bracket more quickly.

Go in Business for Yourself—Be the Boss

The average pay of an auto mechanic compares favorably with the best in all industry. But, if you prefer, you can open a shop—start your own business. It is estimated that America is short 25,000 shops. CTI provides you with the required all-around mechanical training to go on your own. You learn tune-up and overhaul; electric, cooling and lubricating systems; power steering and brakes; automatic transmissions. Even a choice of either Diesel Mechanics or Body & Fender Rebuilding instruction!

Proof of Success Is Progress of Students

"Am now a senior auto mechanic. Made \$800 during training."—Ronald Wharton, Md. "Started a small business in my garage. Now have two part-time helpers."—John Reed, Cal. "Am proud I finished course. Have two job offers."—Barden Vance, Ind. "Am working as a mechanic and earn twice what I used to. Made \$25 a week as I trained."—Jerome Slowik, Ill. "Have three job offers. Made \$170 as a student."—Willie Cooper, Fla.

Many Earn Cash Soon After Starting Course

Many CTI students begin fixing cars after a few lessons. They earn extra money—which helps pay tuition, buys extra equipment. At the same time, these students become more skillful and experienced in the use of tools and testing instruments.

Diesel or Body & Fender Rebuilding Included

Diesel Mechanics or Body and Fender Rebuilding instruction is provided by CTI in addition to the complete course and 30 shop experience projects in Auto Mechanics. No extra charge for this training. Only CTI offers you this generous choice.

This Is How You Get the Complete Story

First get the facts—then decide. Fill out and mail coupon. We'll send valuable free catalog, sample lessons, testimonials, other information. No obligation. Act today! Mail coupon at once.

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Mail me your three booklets: Make Big Money In Auto Mechanics, Lesson Samples, and Proof From Graduates. All are free.

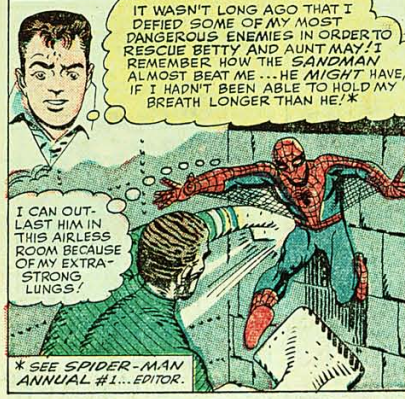
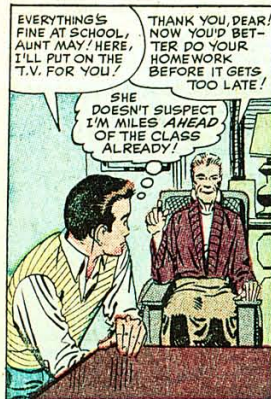
NAME _____ Age _____

ADDRESS _____

CITY _____ ZONE _____ STATE _____

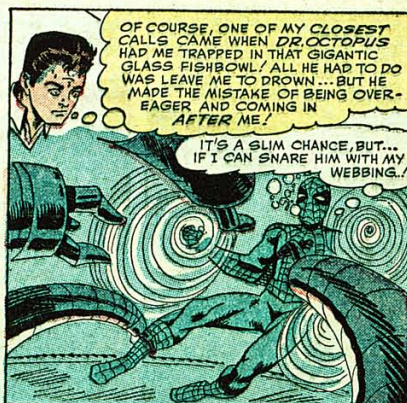


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AND I STILL SHUDDER WHEN I THINK HOW CLOSE THE **VULTURE** CAME TO BEATING ME! IF HE HADN'T MADE THE CARELESS MISTAKE OF FLYING TOO CLOSE TO ME WHEN I WAS TRAPPED, IT WOULD HAVE BEEN BYE-BYE **SPIDEY**!



OF COURSE, ONE OF MY CLOSEST CALLS CAME WHEN **DR. OCTOPUS** HAD ME TRAPPED IN THAT GIGANTIC GLASS FISHBOWL! ALL HE HAD TO DO WAS LEAVE ME TO DROWN... BUT HE MADE THE MISTAKE OF BEING OVER-EAGER AND COMING IN AFTER ME!

IT'S A SLIM CHANCE, BUT... IF I CAN SNARE HIM WITH MY WEBBINGS!

EDITOR'S NOTE: ALL THE SCENES YOU'VE WITNESSED ABOVE ARE EXCERPTS FROM THE FIRST **SPIDEY ANNUAL**!

EVERY ONE OF THEM, AS WELL AS **ELECTRO** AND **MYSTERIO** WILL HAVE LEARNED FROM THAT EXPERIENCE... AND THEY'LL BE HARDER TO BEAT IF WE SHOULD EVER MEET AGAIN!



BUT NOBODY REALIZES WHAT CLOSE CALLS I'VE HAD... HOW DANGEROUS MY CAREER HAS BEEN... UH-OH! WHAT'S THIS ON TV?



AND NOW, OUR LAST NEWS ITEM... J. JONAH JAMESON, FAMOUS NEWSPAPER PUBLISHER, HAS BEEN AWARDED THE GOOD CITIZENSHIP MEDAL FOR HIS CONTINUING EDITORIALS AGAINST THE DIS-CREDITED **SPIDER-MAN**!

THAT DOES IT! BETTY BRANT IS MAD AT **PETER PARKER**... AND THE WHOLE WORLD THINKS **SPIDER-MAN** IS A COWARD, BECAUSE I RAN OUT ON MY FIGHT WITH THE GOBLIN! THEY DON'T KNOW I DID IT BECAUSE AUNT MAY WAS ILL... AND NEEDED ME! AND I CAN NEVER EXPLAIN!



NEXT DAY, OUTSIDE OF THE DAILY BUGLE BUILDING...

IF ONLY I COULD MAKE UP WITH BETTY! OH, THERE SHE IS NOW!

BETTY! WAIT! I'VE GOT TO TALK TO YOU!



YOU **KNEW** I WANTED TO GO TO THAT CLUB MEETING WITH YOU... AND YOU TOLD ME YOU WEREN'T GOING! THEN I FOUND YOU THERE WITH **LIZ ALLAN**! NOTHING YOU CAN SAY CAN CHANGE THAT!!

BUT, BETTY... WAIT! PLEASE...



HOW CAN I TELL HER I **COUNLDN'T** TAKE HER... BECAUSE I HAD TO CHANGE TO **SPIDER-MAN**! AND I DIDN'T GO WITH **LIZ**... I JUST MET HER THERE!

WELL, HELLO THERE, PARKER!



HAVE YOU ANY GOOD NEWS PHOTOS FOR ME? YOU HAVEN'T SOLD ME ANY LATELY!



SORRY, MR. JAMESON... I'VE BEEN TOO BUSY LOOKING AFTER MY AUNT! BUT, MAYBE LATER ON!

SURE, KID, SURE! ANY TIME! JUST DON'T BRING ME ANY OF **SPIDER-MAN** ANY MORE! HE'S FINISHED WITH THE PUBLIC NOW! HEH HEH!



YEAH, "HEH HEH," YOU OLD GOAT!

BY THE WAY... THANKS FOR THE GET-WELL CARD YOU SENT AUNT MAY! SHE APPRECIATED IT!



WHY DID I HAVE TO FALL FOR **PETER**?

PARKER?? WHY DO I STILL FEEL THE WAY I DO??

THEN, AT SCHOOL...

IT'S A GOOD THING I'M A TOP STUDENT! I CAN'T CONCERN MYSELF WITH THE GOBLIN! I'VE GOT TO FIND A WAY TO EARN SOME MONEY!



AND, LATER THAT DAY...

WHY DIDN'T I THINK OF THIS BEFORE? I OUGHT TO BE ABLE TO SELL MY SPECIAL **QUICK-STICK WEBBING** FOR A FORTUNE!



IT'S **SPIDER-MAN**!

DON'T BE ALARMED, GENTS! I HAVE A BUSINESS DEAL TO OFFER YOU!



YOU MUST HAVE HEARD ABOUT MY FAMOUS, EXCLUSIVE **WEBBING**! LOOK! I'LL GIVE YOU A DEMONSTRATION!



THIS IS MOST IRREGULAR! BUT WE SEEM TO BE A CAPTIVE AUDIENCE!



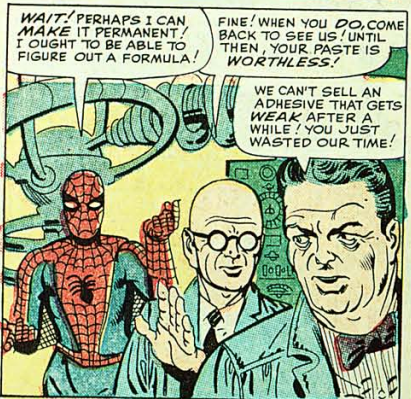
WATCH HOW I CAN MAKE ONE THIN STRAND STICK TO THE CEILING...



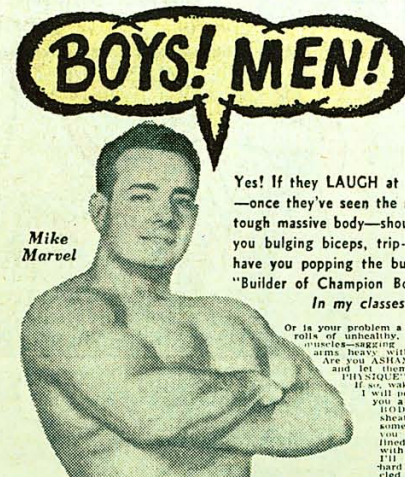
...AND NOW, NOTICE THE UNBELIEVABLY HEAVY WEIGHT THAT ONE STRAND WILL SUPPORT!



HE'S LIFTING THAT CAST IRON BLOCK AS THOUGH IT'S A TOY!



CONTINUED AFTER NEXT PAGE



Mike Marvel

BOYS! MEN! MY SECRET NEW DYNAFLEX METHOD

CAN BUILD YOU A MAGNIFICENT NEW HE-MAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells—NO EXERCISE AT ALL!

Yes! If they LAUGH at you now when you take off your shirt—they'll be amazed—once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (Says MIKE MARVEL, "Builder of Champion Bodies")

In my classes this same course of Instruction would cost \$110.00.

Or is your problem a body sagging with soft rolls of unhealthily fat—my secret DYNAFLEX method will erase men, vigor and red-blooded vitality into your puny, exhausted body. DYNAFLEX makes you a two-faced dynamo of many heavy, rippling, with power, clinging with magnetic appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—tingling with zest and rip-roaring energy—for the first time in years!

STRONG-MAN BODY THAT'S ADMIRABLE!
Be honest. Down deep you KNOW you envy the boy with a terrific, magnificent build. Every man and boy secretly desires a broad brawny back, a solid man-muscled chest, handsome he-man shoulders, arms rippling with tough, steely sinews, a narrow waist, slim hips, and strong power-packed legs. Be a fellow with TWO-PACKED BIG MUSCLE APPEAL... they only laugh at skinny guys or "fatso's". Let me give you a glowing new body, brimming over with energy and irresistible inches of solid muscle on your chest—he-man appeal. I can build three inches of beef and brawn on your shoulders. I will mold you a handsome super-body of terrific strength, give you a crushing grip, legs crumpled with steel springs. A lean taut rock-solid punch-proof midsection. Pack your body with energy and stamina that will make you popular.

ARE YOU WEAK, ALWAYS TIRED, LACK PEP?

Whether you're thin and scrawny, or sagging with unhealthily fat—my secret DYNAFLEX method will erase men, vigor and red-blooded vitality into your puny, exhausted body. DYNAFLEX makes you a two-faced dynamo of many heavy, rippling, with power, clinging with magnetic appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—tingling with zest and rip-roaring energy—for the first time in years!

HOW DYNAFLEX BUILDS BEAUTIFUL BODIES

DYNAFLEX is the modern miracle of body-building. It takes no time-consuming exercises, "crash" diets, protein foods, and no weights or bar-bells. DYNAFLEX is the amazing discovery of a West German Doctor whose research into the science of strength has produced a thrilling new way to build GIANT HEAVY MUSCLES in ten minutes a day. With DYNAFLEX you "flex" each muscle once in a certain way—that is effective. If you exercised that muscle 20, 30, even 100 times the old-fashioned way, with DYNAFLEX you get bigger results in ten minutes than after hours of grunting and groaning, heaving heavy weights. DYNAFLEX coaxes each muscle in your body to bring out its round, steely fullness and healthy symmetry. DYNAFLEX packs that muscle with glowing vibrant new strength and energy—FAST! In ten minutes a day I can cover your bony frame with healthy rippling muscle—give you a deep, powerful chest—solid shoulders and iron wrists—strong, slim midsection—and trim, steel-spring legs—simply thru "DYNAFLEXING" method. But why bother? Why waste time and money, why sweat and strain your way to a streamlined symmetrical SAMSON-STRONG BODY—when you can do it better—faster—easier—with the DYNAFLEX SECRET?

ARE YOU ASHAMED OF YOUR BODY NOW?

Pal—do YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—lanky shoulders—a flabby stomach and skinny legs? Do they laugh and grin when you take off your shirt? BELIEVE IT OR NOT—I can add solid pounds of rippling, steely he-man MEAT to your build! I can take that skeleton arms and PACK EVERY INCH with explosive virile MAN-MUSCLE. I can take that caved-in chest and build on six rugged inches of strong sleek MAN-SIZED BRAWN! I can take that scrawny frame with GIANT RIPPING MUSCLES that will have them gasping with awe and admiration! And with NO tiring exercise. NO high-priced bar-bells or gym equipment!

"SECRETS OF BEING FREE!"

Fellows! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you, this exciting and informative book. Discover a secret method for developing a new, almost MAGNIFICENT way of being attractive and popular! At parties, dances, at the beach—when the guys watch you cluster around you breathlessly, while the girls watch you with admiration. What does HE have that WE don't? They will say, "What a beautiful body! Is this exciting? The new book, your GIFT from Mike Marvel." Fill out and mail the coupon NOW!



Outside USA: Send International Money Order or cash. Great Britain: £1.98 is about 15 shillings. For air mail delivery, send 1 pound.

GIVE ME TEN MINUTES A DAY—THAT'S ALL!

After DYNAFLEX, you'll be able to roll up your sleeves and take off your shirt, and the first time in your life, you'll be PROUD of your manly build. Yes, pal, say goodbye to your weak, flabby frame—get ready for ads that glow and flaunt with a solid physique. Announce your new virile manly appeal. You'll be really proud to have people stare with envy and jealousy when friends crowd around to squeeze your iron biceps or touch your bulging rippling chest—when they ask in amazement HOW you did it—tell them about the Magic Secret of DYNAFLEX!

Your Pal, MIKE MARVEL "Builder of Champion Bodies"

YOU PAY ONLY \$198 COMPLETE Nothing Else To Buy

Mike Marvel System, Dept. M413, 285 Market Street, Newark, N. J.

MAIL MONEY-SAVING NO RISK FREE TRIAL COUPON NOW!

Check as many of the boxes you want HERE—Complete System \$198.

- ☐ Lose fat, be trim and solid.
- ☐ Build deep brawny chest.
- ☐ Bulging, with powerful strength.
- ☐ Lose fat, be trim, strong handsome.
- ☐ Build mighty back, broad beefy shoulders.
- ☐ Build muscle on skinny wrists and arms.
- ☐ Develop crushing grip, two-fisted punch-power.

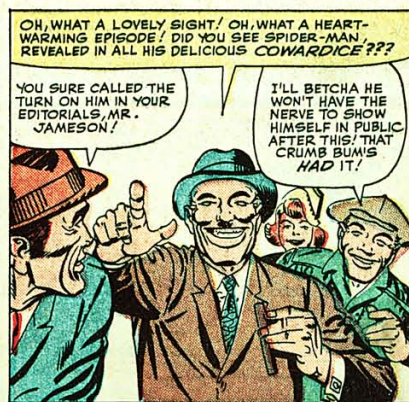
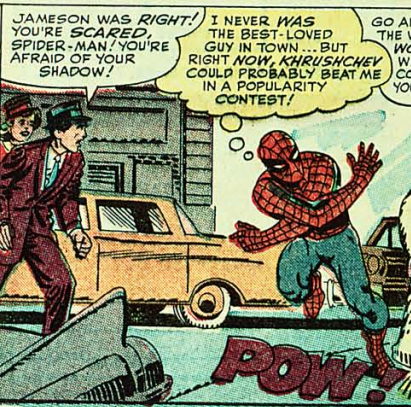
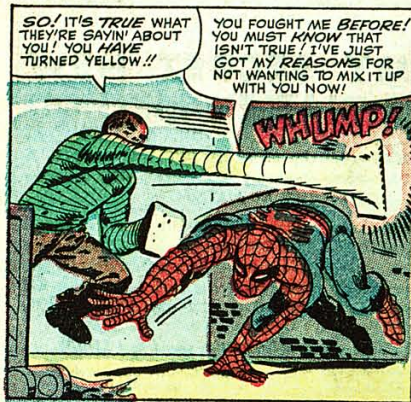
NAME _____ AGE _____

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CITY _____ STATE _____ (Please Print)

MIKE MARVEL SYSTEM, Dept. M413, 285 Market Street, Newark, New Jersey.

Okay, Mike! Here's \$198. Send me your COMPLETE money-saving no-risk free trial course. I want to use your new secret of DYNAFLEX to win a DYNAFLEX HE-MAN BODY in just ten minutes a day. Rush my money to Mike Marvel's SYSTEM and my free gift book "Secrets of Being Attractive" on your money-back guarantee, in plain wrappers. If I don't develop a splendid physique and become more popular you will refund my money in full.



AND SO IT GOES! WITH EACH PASSING MINUTE, THINGS LOOK GLOOMIER AND GLOOMIER FOR THE WORRIED TEEN-AGER! AND THE NOW-JOVIAL J. JONAH JAMESON DOESN'T MISS A TRICK IN REMINDING THE PUBLIC OF HOW RIGHT HE WAS ABOUT SPIDER-MAN...

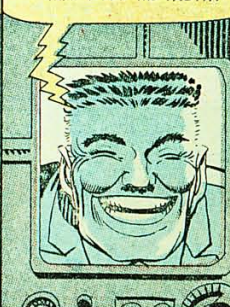
AND NOW WE PRESENT A VIDEO-TAPE RE-RUN OF THIS AFTERNOON'S TOP NEWS STORY... THE FRIGHTENED FLIGHT OF SPIDER-MAN WHILE THE CITY WATCHED IN SHOCK....



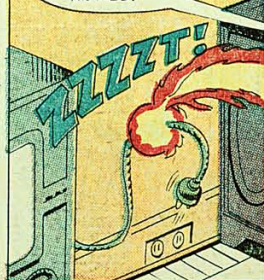
NOW THE WHOLE CITY... PROBABLY THE WHOLE WORLD, THINKS I'M NOTHING BUT A DISCREDITED COWARD! AND, AS LONG AS AUNT MAY REMAINS SERIOUSLY ILL, THERE'S NOTHING I CAN DO ABOUT IT!



AS A SPECIAL ATTRACTION, LET'S WATCH THAT SAME SCENE IN SLOW MOTION, SPONSORED BY THE DAILY BUGLE... THE PAPER THAT TELLS THE TRUTH!



THAT'S IT! I CAN'T TAKE ANY MORE OF THAT GRINNING APE! I'D RATHER WATCH DR. DOOM READING NURSERY RHYMES TO THE KIDDIES!



I TELL YOU, BENJAMIN, THERE'S MORE TO ALL THIS THAN MEETS THE EYE! I JUST KNOW SPIDEY ISN'T A COWARD!



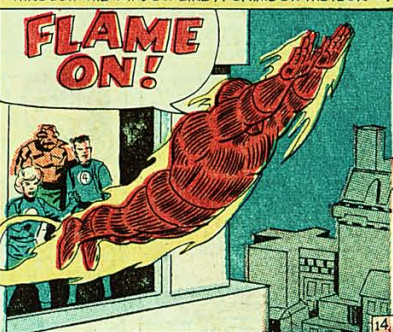
SURE! SURE! AND YOU STILL HANG UP YOUR WOOLY LITTLE STOCK-IN' FOR SANTA CLAUS, TOO!

KNOCK IT OFF, BIG BUDDY! I'M SERIOUS! WHY WOULD A FELLA WHO'S RISKED HIS LIFE A DOZEN TIMES AGAINST THE TOUGHEST ODDS SUDDENLY TURN YELLOW?? REMEMBER... I'VE SEEN HIM IN ACTION... AND HE'S ONE OF THE BEST!



I'M INCLINED TO AGREE WITH YOU, JOHNNY! PEOPLE DON'T CHANGE THEIR BASIC NATURE WITHOUT GOOD CAUSE! AS FOR SPIDER-MAN, I WONDER...

AND THEN, ACTING ON A SUDDEN IMPULSE, THE YOUNGEST MEMBER OF THE FABULOUS FANTASTIC FOUR UTTERS A DRAMATIC CRY AND BLAZES THROUGH THE WINDOW LIKE A CRIMSON METEOR...!



CONTINUED AFTER NEXT PAGE

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\$500,000.00

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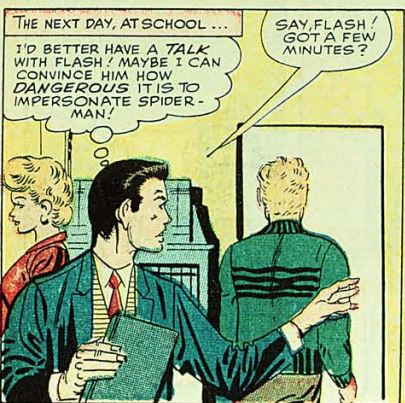
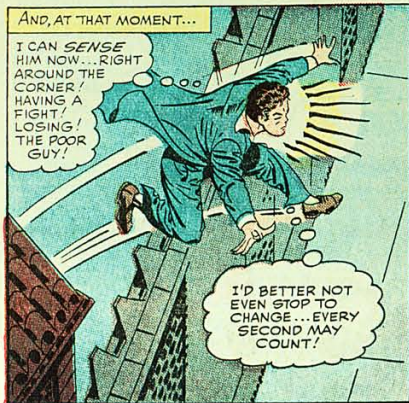


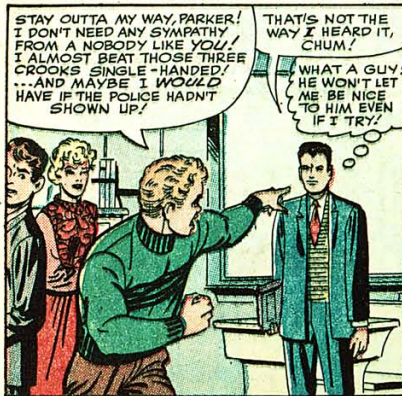
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CONTINUED AFTER NEXT PAGE

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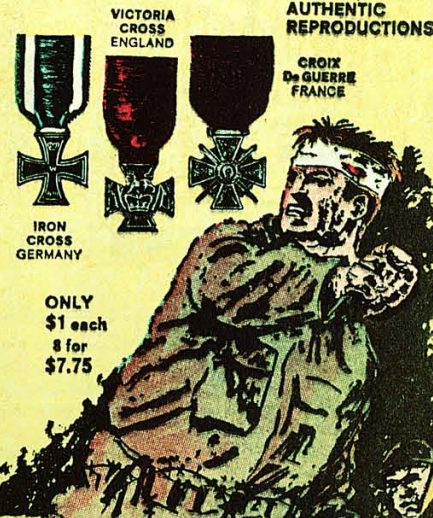
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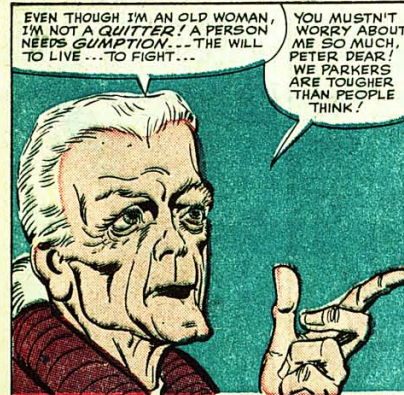
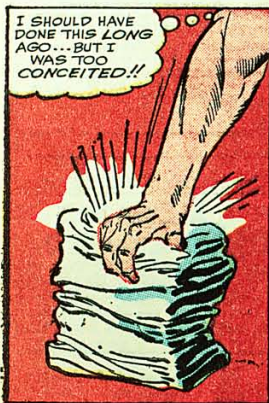
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SPIDER'S WEB

Please address your letters to:
THE MARVEL COMICS GROUP
SECOND FLOOR
625 MADISON AV.
NEW YORK 10022
N.Y.

Dear Stan and Steve,
SPIDER-MAN #15 was the all around best Spider-Man story I have yet read. It was crammed with terrific ideas. Some of the reasons I liked it were: 1) a terrific new villain who is even greater than Dr. Octopus, 2) Spidey's dizzy spells after the first battle, 3) Spidey's troubles with J.J.J. and the girls, 4) the way the battle progressed from page 16 on. At the end of the story Kraven said, "... we shall return and continue our hunt for Spider-Man." I intend to hold him to his word, so when he returns makes sure the Chameleon tags along!
Chuck Robinson II, Rt. #1, Box 103
Charlottesville, VA

We'll do our best, Chuck! You know us—we go all out for our readers—as long as they want the same things we want anyway!

Dear Stan and Steve,
I've just finished SPIDER-MAN #15 with that fugitive from a Tarzan movie, Kraven, and for a villain with no complex super-powers it turned out to be a darn good story! You even threw in the Chameleon for kicks which reminds me, I've a kick about how you had him appear for only a few seconds at a time and what a pushover he was! His admitting he was no match for Spider-Man was very unvillainlike—I thought all villains were conceited. Also, why did the Chameleon have to come back to Spidey's turf? He could have set up a crime wave somewhere else and eluded Spidey. Your letters pages are great—I get a kick out of the funny ones and highly original offerings!

Frank Brunner, 1395 Greene Ave.
Brooklyn 37, N.Y.

The only thing that bothers us, Frankie, is the fact that our fans usually think the funniest letters are the ones that we're dead serious about!

Dear Stan and Steve,
After seeing the Academy Awards on T.V. I decided to make my own Oscar awards and believe me it wasn't easy! Best Comic Cover—FF #25, Best Writer—Stan Lee for "The Search for Sub-Mariner," Best Artist—Joe Orlando for "The Evil Menace of Electro," Best Inking—Vince Colletta for "The Evil Menace of Electro," Best Lettering—Sam Rosen for "The Hulk Vs. the Thing" and Art Simek for "The Avengers Take Over," Best Background—"The Infant Terrible," Best Short Story—"The Unreal," Best Story—"The Search for Sub-Mariner," Best Supporting Actress—Betty Brant for "Turning Point," Best Supporting Actor—"The Sub-Mariner" for "The Search for Sub-Mariner," Best Actress—Susan Storm for "The Search for Sub-Mariner," Best Actor—Thor for "The Return of Zarrko." There they are—how do you like them??
Greg Marlar, 481 Cedar
Ventura, Calif.

We'd have liked 'em better if Spidey had been mentioned! But maybe we're just prejudiced, Greg!

Dear Stan and Steve,
I have wracked my brains for hours trying to find the answer to the Spider-Man question of the year—why are certain Spider-Man foes rated higher than others by the magazine readers? Eureka! At long last I believe I have solved the problem and I offer documented evidence to support my theory. The solution lies in the number of times a villain is presented in SPIDER-MAN. The villain does not necessarily have to have diabolical master plans, an arsenal of scientific gadgets, or a fiendish personality, although these are contributing factors and hold some weight. It is my hypothesis that the more you are exposed

to a particular criminal the more you begin to admire him and this is especially true in the case of the newer (and more impressive) readers. This public opinion which changes constantly decides the fate of many a good Spider-Man foe. I have listed seven Spider-Man villains giving the number of times they have appeared. I leave it to you and my fellow readers to deliberate the wisdom of my statements and perhaps enter into a bit of friendly argument. (Dr. Octopus-3, the Enforcers-2, Sandman-1, Electro-1, Mysterio-1, Green Goblin-1.)

Benny Daily, 1010 Moro
Manhattan, Kansas

Benny boy, we're re-read your letter twice, and still can't figure out exactly what the point is—but our readers are probably sharper than we! Anyway, t'was nice hearing from ya!

Dear Stan and Steve,
Oh brother—you guys are really stuck on yourselves aren't you? Why don't you just come off of your high horse for a minute and wake up. You seem to like to compare the Spider-Man to the Torch. Well, in my book the Torch could fry that Spider-Man and his webs to a frazzle before that crazy insect could say "Dat!" The best thing you can do to improve your magazine is to stop this conceited bit and you'll make a lot more friends.

Terry Larsen, Box 365
Calmar, Alberta, Canada

But what'll we do with 'em, Terry? We don't even have enough time for our enemies!

Dear Stan and Steve,
In SPIDER-MAN #13 a fan wrote and said that the Human Torch could "spatter Spider-Man all over New York." Well, in my opinion, if Spider-Man and the Human Torch ever met again (without interruptions which usually happen), the ending would be just the opposite! Spider-Man would rub Torch all over New York! Maybe if Spider-Man would use some of the frozen webbing that he used in STRANGE TALES ANNUAL #2, then the odds would be greatly in his favor. Why not have them battle again, this time to a decisive victory for one or the other? Don't have the FF help Torch as usual!

Mark Taggart, 427 Qvan Ave.
Kirkwood, 22, Mo.

But as far as we know, Mark, they're not even mad at each other! Maybe we'll go you one better—we might get jolly Jack to tangle with smilin' Steve, with sneaky Stan acting as referee!

Dear Stan and Steve,
I thought you magnificent Marvel marvels had come up with just about everything that there was to come up with. You proved me wrong by a long shot! Aside from those completely original mighty monarchs of justice you use as your starring super-heroes you come up with a whole array of really fabulous supporting stars! First you hit us with the awesome majesty of Namor, ruler of the underwater depths, then come the new members of the Evil Mutants of X-Men fame, of which the new brother and sister team, Scarlet Witch and the streaking Quicksilver makes some of your all time best minor characters. After that you again top yourself with the intriguing Zemo and his murderous Masters of Evil, in The Avengers! Then, as though what you've already done isn't enough, you top everything you've ever done by creating Kraven the Hunter. His costume is the most colorful and refreshingly original of any I've yet seen and the concept behind him is superb. Kraven, the triumphant, savage, vicious,

CONTINUED...

two-fisted fighter from Africa is one character I'm looking forward to seeing again and again. That battle with him and Spider-Man, my favorite of all the titanic costumed heroes, was another magnificent Marvel triumph. I'm sure Spider-Man is one super-hero who is going to last through the ages and will be known by the generations yet to come as THE super-hero of the past!

Ken Dixon, 874 Buttonwood Dr.
Springfield, Pa.

You're sure—and we're sure—and Spidey's sure—but, don't bother asking J. Jonah!

Dear Stan and Steve,

Wow! You've outdone yourselves in SPIDER-MAN #15. I was worried about Kraven the Hunter as he was so sure of himself, so sly, clever, strong and handsome. Wait a minute—on second thought he wasn't so handsome, but he was so fast-moving! When he threw those magnetized locks on Spider-Man I thought he was done for sure, then to put more trouble in his way, up pops the Chameleon, and if that isn't enough, Betty Brant is acting up again! Boy, that story was one good enough to keep anyone awake! I want to say the plot was great, Stan! Keep up the good work in this Marvel Age of Comics!

Todd Freeman, 12801 Speedway Overlook
East Cleveland, Ohio

Thanks, Todd—but do you hear sensitive Stevey muttering in the background? Something like: "So what was the artwork—chicken liver?"

Dear Stan and Steve,

The different thing about Spider-Man is that he's not tremendous—he's simply great. Now that Marvel is becoming bigger and bigger every day, it produces few "just great" magazines. Sometimes when a comic mag is made too sensational it falls flat on its face and when it doesn't, it leaves a reader speechless. A magazine like SPIDER-MAN eases the tension when a reader gets to thinking, "They just can't keep on coming out with these spectacular issues. What if they goof up the next one?" This is just my opinion and it probably doesn't apply to anyone except me but I just thought I'd let you know. Oh! The Special Announcements section always cracks me up. You don't brag one bit. You just get enthused and you can't wait for us readers to see the next issues. And one more thing—the Hulk should visit his jolly green huge cousin in the valley sometime. That'll be something when they have the Hulk on T.V. advertising frozen peas!

Clarke Owens, 785 Parklin Ave.
Sacramento, Calif.

They can have him, Clarke—if they can catch him! Dear Stan and Steve,

I am a faithful follower of FF, SPIDER-MAN, AVENGERS, X-MEN, THOR and the other Marvel greats. So I won't waste time on useless comments such as "I think Marvel is the greatest, etc." Spider-Man has dropped to an all time low. Issue #12 was great with Dr. Octopus, #13 was good, #14 would have been crummy without the Hulk, and #15 was the floppiest Crummy art, fair story—the only thing any good was the lettering and that could have been better. With the possible exception of issue #15 Steve Ditko's artwork is the best. Please don't switch him back to IRON MAN or any other mag.

Edward Willard, 345 Lansing Ave.
Troy, N.Y.

Hey, write to us again some time, Eddie—when you wake up on the right side of the bed! Cheee!

Dear Stan and Steve,

I'm writing to acknowledge an expression of gratitude to you and the MARVEL COMICS GROUP editors for your return to the super-hero era of comics. These same heroes are the men who not only revive such pleasant childhood memories, but also continue to afford me, thanks to you, many hours of reading enjoyment today.

William Rose, "Rose Record Room",
Radio Station KTAR, P.O. Box 711
Phoenix, Arizona

Glad you're pleased with our efforts, Bill. And if we ever get out to Arizona, KTAR will be the first station we tune in to!

Dear Stan and Steve,

In previous issues of your magazines you have asked for honest criticisms, so if you don't mind a reader's point of

view, here goes. First, your glamorous covers are the best on the market except that you put too many rave notices on them. Next, your color schemes are good except that your backgrounds are a bit dreary. My biggest complaint on inking is that the individual colors run outside their appointed spaces by as much as one-eighth of an inch in places. In this respect your competitors have you outclassed. Your lettering is superb. I don't know how you think up so many plots for so many of your mags! Next, and most important, is your success factor. What is your success factor? Well, I believe your success factor is the way you humanize your heroes and supporting characters. I'm through with my critiques and I hope you'll keep in mind that they are my opinions which I sent to you for the express purpose of improving your magazines. (Yes, it's possible, you know!) After all, we Marvel readers would rather save our 12¢ than switch!!

Lance Reidy, 77 Whitney St.
Auburn, Maine

We appreciate your comments, Lance! And we never object to readers finding fault with us—at least it means that someone's out there reading!

SPECIAL ANNOUNCEMENTS SECTION:

—Okay, gang—FACE FRONT! We've got a lot to tell you, and we want your undivided attention! (How's THAT for an opener?)

—First of all, we guarantee that our next SPIDER-MAN (#19—entitled "Spidey Strikes Back!") will have more two-fisted action packed between its covers than you ever would have thought possible! Even Steve's pencil has skinned knuckles from drawing it!

—Next, we want to announce that beginning this month, every Marvel super-hero title will have a letters page in every issue! We realize that you fans want it—so now you've GOT IT! As for us, we're getting writers' cramp just thinking about it!

—Now, let's see what's doing in our other Marvel mags, on sale now—

—The most exciting news, as usual, comes from the fabulous FANTASTIC FOUR, which features an unforgettable thriller entitled "Death of a Hero." And, as you know, we don't kid around in these stories. When we say "Death of a Hero" you know that someone's gonna die!

—Another big item is the birth of a new Marvel-type hero-villain. AVENGERS #9 is where you'll find him, and we have a hunch there'll be a lot of talk about him for months to come. His name is "Wonder Man," and take it from us, he lives up to that moniker!

—Our newest star, DAREDEVIL, has another solid hit with the appearance of "Killgrave, the Purple Man"! It's amazing how D.D. seems to have taken the comic reading world by storm! After only four appearances, his popularity is threatening to rival our ol' web-spinner himself!

—THOR #109 has a doozy, too! It stars our male Goldilocks battling the X-MEN's most powerful enemy, Magneto! This one is sure to please everybody!

—And at long last, in answer to your avalanche of requests, two additional Marvel favorites have been given their own regular feature slots! CAPTAIN AMERICA will share top billing with IRON MAN in TALES OF SUSPENSE from now on, while the INCREDIBLE HULK is the second co-feature (along with GIANT-MAN) in TALES TO ASTONISH! And there's even been a change in STRANGE TALES. You'll find THE THING teaming up with THE HUMAN TORCH in each ish—as well as the usual DR. STRANGE black magic thriller!

—And for you war fans, SGT. FURY is better than ever in a real earthy, gutsy, action-packed spectacular entitled: "The Crackdown of Capt. Flint!"

—So there you have it—the marvelous Marvel line-up for this month! (We didn't forget to mention our wild and woolly Westerns, or frankly frivolous female titles—it's just that we're running out of space!)

—Now, till we meet next ish, see if you can figure out what M.M.M.S. stands for? We'll tell you more about it later—and it'll be one of the biggest new developments to hit the merry Marvel bullpen in years!

—So remember, Spidey strikes back next issue, and if you're not here to enjoy the fireworks, you'll spoil our fun! It's never the same without you!

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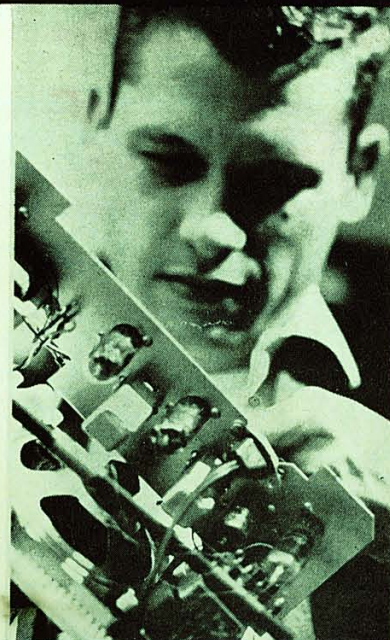
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Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne